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**INTERNATIONAL COMPANY
SERVICES (USA) Inc.**
Providing International Business Consulting

Atlantic Professional Building
1591 East Atlantic Boulevard
Suite 200
Pompano Beach
Florida 33060
USA

Tel: +1 954 943 1498
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E-mail: usa@ICSL.com

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*****155.00 *****155.00

October 29, 1999

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

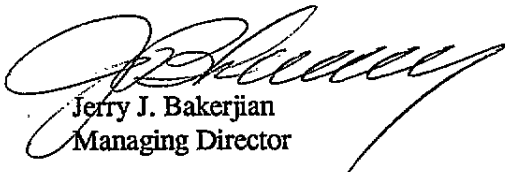
RE: EARTH TRADING LLC

Dear Sir/Madam:

Enclosed please find the Articles of Organization for Florida Limited Liability Company of
EARTH TRADING LLC and a check in the amount of \$155.00 to cover the filing fees for the
Articles of Organization and Affidavit, Registered agent fee and Certified copy.

We look forward to hearing from you soon.

Yours truly,
FOR INTERNATIONAL COMPANY SERVICES (USA) INC.


Jerry J. Bakerjian
Managing Director

MJH

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JB/ab
Enc.

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Email: uy@ICSL.com

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

EARTH TRADING LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1591 E. Atlantic Blvd. Suite 200
Pompano Beach, Florida 33060

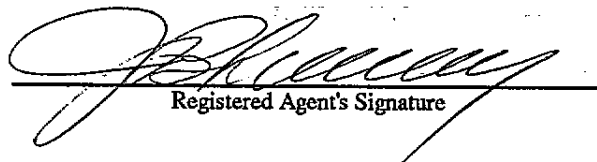
ARTICLE III

Registered Office & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Carlton Management, Inc.
1591 East Atlantic Blvd. Suite 200
Pompano Beach, Florida 33060

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

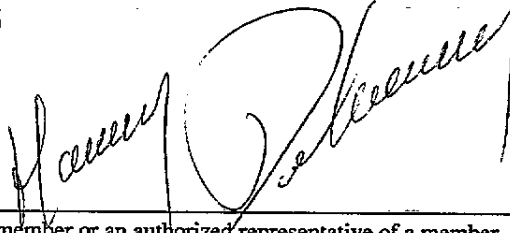

Registered Agent's Signature

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ARTICLE IV - Management:

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

Jason K. Murray
500 N. Main Ave.
Springfield, MO 65806

A handwritten signature in cursive script, appearing to read "Jason K. Murray", written over a horizontal line.

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

A handwritten signature in cursive script, appearing to read "HARRY DEBOSKEY", written over a horizontal line.

Typed or printed name of signee